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January 8, 2024

VIA ECF

Hon. Robert E. Littlefield, Jr.
United States Bankruptcy Court NDNY
James T. Foley Courthouse
445 Broadway, Suite 330
Albany, New York 12207

Re: Prime Capital Ventures, LLC
Case No. 23-11302

Dear Judge Littlefield:

In connection with tomorrow's hearing on the Court's two Orders directing Berone Capital Fund LP ("Berone") to produce documents and information to the Interim Chapter 7 Trustee, the Petitioning Creditors submit this letter for the Court's consideration.

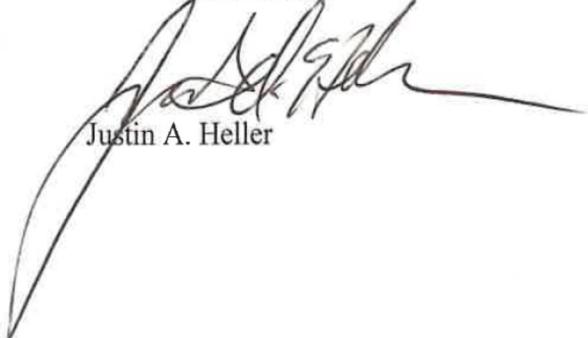
First, the Court should be aware that Berone Capital is not merely an independent third party. Rather, Berone is a counter-party with Prime Capital Ventures, LLC's ("Prime") pursuant to a Joint Venture Agreement. That agreement states that Berone is the "Managing Member" and the business of Prime and Berone "shall be to conducted [sic] business under the name Prime Capital Ventures, LLC." A copy of the Joint Venture Agreement between Berone and Prime dated August 16, 2022 is attached hereto as Exhibit A.

Second, further investigation has revealed that Berone does not appear to have an actual physical office location. The notice address used in the Joint Venture Agreement and on the "RBC statement" is for a private mailbox at a UPS store. A copy of the RBC statement filed previously with the Court is attached as Exhibit B, and a copy of UPS's website indicating a UPS branch is located at that address in Marietta, Georgia is attached as Exhibit C (and was confirmed orally by phone to the UPS store). Additionally, the Florida Secretary of State lists Prime's mailing address as 848 Brickell Avenue, Penthouse 5-D61, Miami FL 33131. A copy of the Florida Secretary of State's website is attached as Exhibit D. This address is a "virtual office" space that can be "rented" for \$99 a month. A copy of the webpage for Opus Virtual Offices is attached as Exhibit E (and the fact that the office is just a virtual address was confirmed orally by phone with Opus Virtual Offices).

Thank you for the Court's consideration.

Very truly yours,

NOLAN HELLER KAUFFMAN LLP



Justin A. Heller